

Share information

Both the ordinary shares and the non-voting ordinary shares are listed on the London Stock Exchange.

	ISIN Number	SEDOL Number	EPIC Code
Ordinary shares	GB0002405495	0240549	SDR
Non-voting ordinary shares	GB0002395811	0239581	SDRC

Share price information

Share price information can be found on the website at www.schroders.com, in newspapers such as The Financial Times and The Times or through your broker. The Financial Times Cityline service (telephone 0906 003 000) also provides FTSE updates and share price information with calls charged at 60p per minute. When you dial this number you will be asked to input a four-digit code for the relevant share class:

Ordinary shares	3939
Non-voting ordinary shares	3941

Dividend mandates

We recommend that all dividend payments are made directly into a bank or building society account. This provides tighter security and access to funds more quickly. To apply for a dividend mandate contact the Registrars or call the shareholder helpline on 0800 169 1199.

Dividend reinvestment plan

The Company operates a Dividend Reinvestment Plan ("DRIP") which provides shareholders with a cost efficient way of increasing their shareholding in the Company by reinvesting their dividends. If you have not already signed up for this service and wish to do so in respect of the April 2007 dividend, you should send your DRIP application to the Registrars, to be received by 4 April 2007. For a copy of the DRIP information pack and application form please contact the Registrars on the shareholder helpline number.

Overseas branch register

An overseas branch register is operated in Bermuda for the benefit of shareholders with registered addresses in Bermuda. Enquiries should be directed to Lloyds TSB Registrars.

Overseas dividend mandates

Schroders offers a service to our overseas shareholders in participating countries which enables shareholders to receive their dividends in local currencies. If you are eligible, and have not yet taken advantage of this mandating process, you should already have received a letter informing you of this and a mandate form. You can check your eligibility and/or request a mandate form if applicable via the shareholder helpline.

Identity theft – protecting your investments

There is a growing trend for criminals to target personal information which may put your shareholding at risk. In order to protect yourself, you should consider the following precautions:

- Ensure all your certificates are kept in a safe place or hold your shares electronically in CREST via a nominee company;
- Keep any correspondence from the Registrar containing your shareholder reference number in a safe place, or destroy this information by shredding it. Shareholders who have their dividends mandated to their bank accounts should take particular care with the tax vouchers as these contain details of their bank account number and sort code;
- If you move house, please inform the Registrar. If you receive a letter from the Registrar regarding a change of address and you have not moved house, please contact the Registrar immediately. You may be a victim of identity theft; and
- Ensure that you know when your dividends are being paid. You should consider having your dividends paid directly into your bank account to reduce the risk of your dividend cheque being intercepted or lost in the post.

Capital Gains Tax

Capital gains tax values at 31 March 1982 and values relating to the disposal of the investment banking business in 2000 can be found at www.schroders.com or can be obtained from the Company Secretary at the registered office.

Glossary**Schroders
Glossary****100/101**

Term	Definition
Above benchmark	In respect of retail funds, defined as being in the 1st or 2nd quartile versus our peer group. In respect of institutional funds the comparator is defined as the relevant market index.
Active asset management	The management of assets with the objective of achieving returns over and above those normally associated with a given level of risk
Asset Management cost: gross profit	Total Asset Management costs divided by Asset Management gross profit
Asset Management costs on average funds under management	Asset Management costs divided by Asset Management average funds under management
Asset Management gross profit margins	Asset Management gross profit divided by Asset Management average funds under management
Assets under management	The total value of financial assets under the management of the Group
BRIC	The BRIC economies – Brazil, Russia, India and China
Compensation costs	Total employee benefits expense – see page 10
ECP	Equity Compensation Plan – see page 27
Funds under management ('FUM')	The aggregate value of funds managed on behalf of clients. In Private Banking this also includes assets held in custody where execution-only services are provided
Gross profit	Defined under IFRS as external revenues less cost of sales
High-yield instruments	Instruments such as stocks or bonds that pay a high rate of income, including dividends or coupons, in comparison to their price
IAS	International Accounting Standard(s)
IFRS	International Financial Reporting Standard(s)
Operating revenues	Gross profit for the Asset Management and Private Banking business segments
Rights to shares	The entitlements of employees, including executive Directors, to Company shares until vesting conditions have been satisfied and the awards exercised
Total costs: operating revenues ratio	Total Group costs divided by operating revenues
Total Group income	The sum of: <ul style="list-style-type: none"> • gross profit; • interest receivable and similar income; • interest payable and similar charges; • share of profit of associates and joint ventures; and • gain on discontinuing outsourcing contract.
Total compensation cost to operating revenues ratio	Compensation cost divided by operating revenues

TAB 5

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**Primary Business Name:** SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC**IARD/CRD Number:**
105820

Rev. 02/2005

Complete this form truthfully. False statements or omissions may result in denial of your application, **WARNING:** revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 3.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):

SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC

Name under which you primarily conduct your advisory business, if different from Item 1.A.

B. SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC

List on Section I.B. of Schedule D any additional names under which you conduct your advisory business.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of

☐ your legal name or ☐ your primary business name:

D. If you are registered with the SEC as an investment adviser, your SEC file number: 801- 15834

E. If you have a number ("CRD Number") assigned by the NASD's CRD system or by the IARD system, your CRD number: 105820

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

F. *Principal Office and Place of Business*

Address (do not use a P.O. Box):

Number and Street 1:

875 THIRD AVENUE, 22ND FLOOR

City:

NEW YORK

Number and Street 2:

State:Country:ZIP+4/Postal Code:

NY USA 10022

(1) If this address is a private residence, check this box: ☐

List on Section I.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for registration, or are registered only, with the SEC, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

☒ Monday-Friday ☐ Other:

Normal business hours at this location:

9:00 AM TO 5:00 PM

(3) Telephone number at this location:

212-641-3830

(4) Facsimile number at this location:

Mailing address, if different from your *principal office and place of business* address:

Number and Street 1:

Number and Street 2:

G. City: State: Country: ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

If you are a sole proprietor, state your full residence address, if different from your *principal office and place of business* address in Item 1.F.:

H. Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:

YES

NO

Do you have World Wide Web site addresses?



I. If "yes," list these addresses on Section 1.I. of Schedule D. If a web address serves as a portal through which to access other information you have published on the World Wide Web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail addresses in response to this Item.

Contact Employee:

Name:

Title:

Telephone Number:

Facsimile Number:

Number and Street 1:

Number and Street 2:

J. City: State: Country: ZIP+4/Postal Code:

Electronic mail (e-mail) address, if contact employee has one:

The contact employee should be an employee whom you have authorized to receive information and respond to questions about this Form ADV.

YES

NO

Do you maintain some or all of the books and records you are required to keep under Section 204 of the

K. Advisers Act, or similar state law, somewhere other than your *principal office and place of business*?

If "yes," complete Section 1.K. of Schedule D.

YES

NO

Are you registered with a foreign financial regulatory authority?



L. Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes", complete Section 1.L. of Schedule D.

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**Primary Business Name:** SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC**IARD/CRD Number:**
105820

Rev. 02/2005

Item 2 SEC Registration

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2 only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

To register (or remain registered) with the SEC, you must check at least one of the Items 2.A(1) through 2.A(11), A. below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A(12). You:

have *assets under management* of \$25 million (in U.S. dollars) or more;

☒ (1) *See Part 1A Instruction 2.a. to determine whether you should check this box.*

☐ (2) have your *principal office and place of business* in Wyoming;

☐ (3) have your *principal office and place of business* outside the United States;

are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;

☒ (4) *See Part 1A Instruction 2.b. to determine whether you should check this box.*

have been designated as a nationally recognized statistical rating organization;

☐ (5) *See Part 1A Instruction 2.c. to determine whether you should check this box.*

are a pension consultant that qualifies for the exemption in rule 203A-2(b);

☐ (6) *See Part 1A Instruction 2.d. to determine whether you should check this box.*

are relying on rule 203A-2(c) because you are an investment adviser that *controls*, is *controlled* by, or is under common *control* with, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;

☐ (7) *See Part 1A Instruction 2.e. to determine whether you should check this box. If you check this box, complete Section 2.A(7) of Schedule D.*

are a newly formed adviser relying on rule 203A-2(d) because you expect to be eligible for SEC registration within 120 days;

☐ (8) *See Part 1A Instruction 2.f. to determine whether you should check this box. If you check this box, complete Section 2.A(8) of Schedule D.*

are a multi-state adviser relying on rule 203A-2(e);

- ☐ (9) See Part 1A Instruction 2.g. to determine whether you should check this box. If you check this box, complete Section 2.A(9) of Schedule D.

are an Internet investment adviser relying on rule 203A-2(f);

- ☐ (10) See Part 1A Instructions 2.h. to determine whether you should check this box.

have received an SEC order exempting you from the prohibition against registration with the SEC;

- ☐ (11) If you checked this box, complete Section 2.A(11) of Schedule D.

are no longer eligible to remain registered with the SEC.

- ☐ (12) See Part 1A Instructions 2.i. to determine whether you should check this box.

Under state laws, SEC-registered advisers may be required to provide to state securities authorities a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. If this is an initial application, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to direct your *notice filings* to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

B.

<input checked="" type="checkbox"/> AL	<input checked="" type="checkbox"/> ID	<input checked="" type="checkbox"/> MO	<input checked="" type="checkbox"/> PA
<input checked="" type="checkbox"/> AK	<input checked="" type="checkbox"/> IL	<input checked="" type="checkbox"/> MT	<input checked="" type="checkbox"/> PR
<input checked="" type="checkbox"/> AZ	<input checked="" type="checkbox"/> IN	<input checked="" type="checkbox"/> NE	<input checked="" type="checkbox"/> RI
<input checked="" type="checkbox"/> AR	<input checked="" type="checkbox"/> IA	<input checked="" type="checkbox"/> NV	<input checked="" type="checkbox"/> SC
<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> KS	<input checked="" type="checkbox"/> NH	<input checked="" type="checkbox"/> SD
<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> KY	<input checked="" type="checkbox"/> NJ	<input checked="" type="checkbox"/> TN
<input checked="" type="checkbox"/> CT	<input checked="" type="checkbox"/> LA	<input checked="" type="checkbox"/> NM	<input checked="" type="checkbox"/> TX
<input checked="" type="checkbox"/> DE	<input checked="" type="checkbox"/> ME	<input checked="" type="checkbox"/> NY	<input checked="" type="checkbox"/> UT
<input checked="" type="checkbox"/> DC	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> NC	<input checked="" type="checkbox"/> VT
<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> MA	<input checked="" type="checkbox"/> ND	<input type="checkbox"/> VI
<input checked="" type="checkbox"/> GA	<input checked="" type="checkbox"/> MI	<input checked="" type="checkbox"/> OH	<input checked="" type="checkbox"/> VA
<input type="checkbox"/> GU	<input checked="" type="checkbox"/> MN	<input checked="" type="checkbox"/> OK	<input checked="" type="checkbox"/> WA
<input checked="" type="checkbox"/> HI	<input checked="" type="checkbox"/> MS	<input checked="" type="checkbox"/> OR	<input checked="" type="checkbox"/> WV
			<input checked="" type="checkbox"/> WI

If you are amending your registration to stop your notice filings from going to a state that currently receives them and you do not want to pay that state's notice filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**Primary Business Name:** SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC**IARD/CRD Number:**
105820

Rev. 02/2005

Item 3 Form Of Organization

How are you organized?



Corporation



Sole Proprietorship



Limited Liability Partnership (LLP)

A.



Partnership



Limited Liability Company (LLC)



Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

B.

In what month does your fiscal year end each year?

December

Under the laws of what state or country are you organized?

DELAWARE

C.

*If you are a partnership, provide the name of the state or country under whose laws your partnership was formed.**If you are a sole proprietor, provide the name of the state or country where you reside.**If you are changing your response to this Item, see Part 1A Instruction 4.*

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**Primary Business Name:** SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC**IARD/CRD Number:**
105820

Rev. 02/2005

Item 4 Successions**YES NO**

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?

☐ ☒*If "yes," complete Item 4.B. and Section 4 of Schedule D.*

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**Primary Business Name: SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC****IARD/CRD Number:**
105820

Rev. 02/2005

Item 5 Information About Your Advisory Business

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly-formed advisers for completing this Item 5.

Employees

- A. Approximately how many *employees* do you have? Include full and part-time *employees* but do not include any clerical workers.

☐ 1-5
 ☐ 6-10
 ☐ 11-50
☒ 51-250
☐ 251-500
☐ 501-1,000
☐ More than 1,000
 If more than 1,000, how many?
 (round to the nearest 1,000)

B.

- (1) Approximately how many of these *employees* perform investment advisory functions (including research)?

☐ 0
☐ 1-5
☐ 6-10
☒ 11-50
☐ 51-250
☐ 251-500
☐ 501-1,000
☐ More than 1,000
 If more than 1,000, how many?
 (round to the nearest 1,000)

- (2) Approximately how many of these *employees* are registered representatives of a broker-dealer?

☐ 0
☐ 1-5
☐ 6-10
☒ 11-50
☐ 51-250
☐ 251-500
☐ 501-1,000
☐ More than 1,000
 If more than 1,000, how many?
 (round to the nearest 1,000)

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Items 5.A (1) and 5.B(2). If an employee performs more than one function, you should count that employee in each of your responses to Item 5.B(1) and 5.B(2).

- (3) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

☐ 0
☒ 1-5
☐ 6-10
☐ 11-50
☐ 51-250
☐ 251-500
☐ 501-1,000
☐ More than 1,000
 If more than 1,000, how many?
 (round to the nearest 1,000)

In your response to Item 5.B(3), do not count any of your employees and count a firm only once -- do not count each of the firm's employees that solicit on your behalf.

Clients

C. To approximately how many *clients* did you provide investment advisory services during your most-recently completed fiscal year?

☐ 0 ☐ 1-10 ☐ 11-25 ☐ 26-100 ☐ 101-250

☒ 251-500

☐ More than 500

If more than 500, how many?
(round to the nearest 500)

What types of *clients* do you have? Indicate the approximate percentage that each type of *client* comprises of your total number of *clients*.

	None	Up to 10%	11-25%	26-50%	51-75%	More Than 75%
(1) Individuals (other than <i>high net worth individuals</i>)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(2) <i>High net worth individuals</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>
(3) Banking or thrift institutions	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
D. (4) Investment companies (including mutual funds)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(5) Pension and profit sharing plans (other than plan participants)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(6) Other pooled investment vehicles (e.g., hedge funds)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(7) Charitable organizations	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(8) Corporations or other businesses not listed above	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(9) State or municipal <i>government entities</i>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(10) Other: FOREIGN ENTITY	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

The category "individuals" includes trusts, estates, 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D(4).

Compensation Arrangements

You are compensated for your investment advisory services by (check all that apply):

- ☒ (1) A percentage of assets under your management
☐ (2) Hourly charges
☐ (3) Subscription fees (for a newsletter or periodical)
E. ☐ (4) Fixed fees (other than subscription fees)
☐ (5) Commissions
☒ (6) *Performance-based fees*
☐ (7) Other (specify):

Assets Under Management

YES NO

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? ☒ ☐

If yes, what is the amount of your assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
(2) Discretionary: (a) \$	32786495245.00	(d) 349
Non-Discretionary: (b) \$ 0.00		(e) 0
Total: (c) \$	32786495245.00	(f) 349

Part 1A Instruction 5.b. explains how to calculate your assets under management. You must follow these instructions carefully when completing this Item.

Advisory Activities

What type(s) of advisory services do you provide? Check all that apply.

- ☐ (1) Financial planning services
- ☒ (2) Portfolio management for individuals and/or small businesses
- ☒ (3) Portfolio management for investment companies
- ☒ (4) Portfolio management for businesses or institutional *clients* (other than investment companies)
- ☐ (5) Pension consulting services
- G. ☐ (6) Selection of other advisers
- ☐ (7) Publication of periodicals or newsletters
- ☐ (8) Security ratings or pricing services
- ☐ (9) Market timing services
- ☐ (10) Other (specify):

Do not check Item 5.G(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940.

If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- H. ☐ 0 ☐ 1-10 ☐ 11-25 ☐ 26-50 ☐ 51-100
☐ 101-250 ☐ 251-500 ☐ More than 500

If more than 500, how many?
 (round to the nearest 500)

If you participate in a *wrap fee program*, do you (check all that apply):

- ☐ (1) *sponsor* the *wrap fee program*?
☐ (2) act as a portfolio manager for the *wrap fee program*?

- I. If you are a portfolio manager for a *wrap fee program*, list the names of the programs and their sponsors in Section 5.I(2) of Schedule D.

If your involvement in a *wrap fee program* is limited to recommending *wrap fee programs* to your clients, or you advise a mutual fund that is offered through a *wrap fee program*, do not check either Item 5.I(1) or 5.I(2).

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC

IARD/CRD Number:
105820

Rev. 02/2005

Item 6 Other Business Activities

In this Item, we request information about your other business activities.

You are actively engaged in business as a (check all that apply):

- ☐ (1) Broker-dealer
☐ (2) Registered representative of a broker-dealer
☐ (3) Futures commission merchant, commodity pool operator, or commodity trading advisor
 A. ☐ (4) Real estate broker, dealer, or agent
☐ (5) Insurance broker or agent
☐ (6) Bank (including a separately identifiable department or division of a bank)
☐ (7) Other financial product salesperson (specify):

YES NO

- (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)? ☐ YES ☒ NO

- (2) If yes, is this other business your primary business? ☐ YES ☐ NO

- B. If "yes," describe this other business on Section 6.B. of Schedule D.

YES NO

- (3) Do you sell products or provide services other than investment advice to your advisory clients? ☐ YES ☒ NO

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**Primary Business Name:** SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC**IARD/CRD Number:**
105820

Rev. 02/2005

Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

Item 7 requires you to provide information about you and your *related persons*. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common *control* with you.

A. You have a *related person* that is a (check all that apply):

☒
☒
☒
☐
☐
☐
☐
☐
☐
☐
☒

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer
- (2) investment company (including mutual funds)
- (3) other investment adviser (including financial planners)
- (4) futures commission merchant, commodity pool operator, or commodity trading advisor
- (5) banking or thrift institution
- (6) accountant or accounting firm
- (7) lawyer or law firm
- (8) insurance company or agency
- (9) pension consultant
- (10) real estate broker or dealer
- (11) sponsor or syndicator of limited partnerships

If you checked Item 7.A(3), you must list on Section 7.A. of Schedule D all your related persons that are investment advisers. If you checked Item 7.A(1), you may elect to list on Section 7.A. of Schedule D all your related persons that are broker-dealers. If you choose to list a related broker-dealer, the IARD will accept a single Form U-4 to register an investment adviser representative who also is a broker-dealer agent ("registered rep") of that related broker-dealer.

YES NO

B. Are you or any *related person* a general partner in an *investment-related* limited partnership or manager of an *investment-related* limited liability company, or do you advise any other "private fund" as defined under SEC rule 203(b)(3)-1?

If "yes," for each limited partnership or limited liability company, or (if applicable) private fund, complete Section 7.B. of Schedule D. If, however, you are an SEC-registered adviser and you have related persons that are SEC-registered advisers who are the general partners of limited partnerships or the managers of limited liability companies, you do not have to complete Section 7.B. of Schedule D with respect to those related advisers' limited partnerships or limited liability companies.

To use this alternative procedure, you must state in the Miscellaneous Section of Schedule D: (1) that you have related SEC-registered investment advisers that manage limited partnerships or limited liability companies that are not listed in Section 7.B. of your Schedule D; (2) that complete and accurate information about those limited partnerships or limited liability companies is available in Section 7.B. of Schedule D of the Form ADVs of your related SEC-registered advisers; and (3) whether your clients are solicited to invest in any of those limited partnerships or limited liability companies.

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC

IARD/CRD Number:
105820

Rev. 02/2005

Item 8 Participation or Interest in *Client* Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. Like Item 7, this information identifies areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*.

Proprietary Interest in *Client* Transactions

A. Do you or any *related person*:

Yes No

- (1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)? ☐ ☒
- (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory *clients*? ☒ ☐
- recommend securities (or other investment products) to advisory *clients* in which you or any *related*
- (3) *person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A(1) or (2))? ☒ ☐

Sales Interest in *Client* Transactions

B. Do you or any *related person*:

Yes No

- as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage
- (1) customers in which advisory *client* securities are sold to or bought from the brokerage customer (agency cross transactions)? ☐ ☒
- (2) recommend purchase of securities to advisory *clients* for which you or any *related person* serves as underwriter, general or managing partner, or purchaser representative? ☒ ☐
- recommend purchase or sale of securities to advisory *clients* for which you or any *related person* has
- (3) any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? ☐ ☒

Investment or Brokerage DiscretionC. Do you or any *related person* have *discretionary authority* to determine the:

Yes No

- (1) securities to be bought or sold for a *client's* account? ☒ ☐
- (2) amount of securities to be bought or sold for a *client's* account? ☒ ☐
- (3) broker or dealer to be used for a purchase or sale of securities for a *client's* account? ☒ ☐
- (4) commission rates to be paid to a broker or dealer for a *client's* securities transactions? ☒ ☐

D. Do you or any *related person* recommend brokers or dealers to *clients*? ☐ ☒E. Do you or any *related person* receive research or other products or services other than execution from a broker-dealer or a third party in connection with *client* securities transactions? ☒ ☐Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals?F. In responding to this Item 8.F., consider in your response all cash and non-cash compensation that you or a *related person* gave any *person* in exchange for *client* referrals, including any bonus that is based, at least in part, on the number or amount of *client* referrals. ☒ ☐

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC

IARD/CRD Number:
105820

Rev. 02/2005

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* assets. If you are registering or registered with the SEC and you deduct your advisory fees directly from your *clients'* accounts but you do not otherwise have *custody* of your *clients'* funds or securities, you may answer "no" to Item 9A.(1) and 9A.(2).

A. Do you have *custody* of any advisory *clients'*:

(1) cash or bank accounts?

Yes No

☐ ☒

(2) securities?

☐ ☒

B. Do any of your *related persons* have *custody* of any of your advisory *clients'*:

(1) cash or bank accounts?

☐ ☒

(2) securities?

☐ ☒

C. If you answered "yes" to either Item 9.B(1) or 9.B(2), is that *related person* a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934?

☐ ☐

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC

IARD/CRD Number:
105820

Rev. 02/2005

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application, you must complete Schedule C.

YES NO

Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?

☐ ☒

If yes, complete Section 10 of Schedule D.

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**Primary Business Name:** SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC**IARD/CRD Number:**
105820

Rev. 02/2005

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A(1), 11.A(2), 11.B(1), 11.B(2), 11.D(4), and 11.H(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any *advisory affiliate*:

YES NO

- (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any *felony*? ☐ ☒
- (2) been *charged* with any *felony*? ☐ ☒

If you are registered or registering with the SEC, you may limit your response to Item 11.A(2) to charges that are currently pending.

B. In the past ten years, have you or any *advisory affiliate*:

- (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a *misdemeanor* involving: investments or an *investment-related* business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? ☐ ☒
- (2) been *charged* with a *misdemeanor* listed in 11.B(1)? ☐ ☒

If you are registered or registering with the SEC, you may limit your response to Item 11.B(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:

YES NO

- (1) *found* you or any *advisory affiliate* to have made a false statement or omission? ☐ ☒
- (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of SEC or CFTC regulations or statutes? ☐ ☒
- (3) *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted? ☐ ☒
- (4) entered an *order* against you or any *advisory affiliate* in connection with *investment-related* activity? ☐ ☒
- (5) imposed a civil money penalty on you or any *advisory affiliate*, or *ordered* you or any *advisory affiliate* to cease and desist from any activity? ☐ ☒

D. Has any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority*:

- (1) ever *found* you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical? ☐ ☒
- (2) ever *found* you or any *advisory affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ ☒
- (3) ever *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted? ☐ ☒
- (4) in the past ten years, entered an *order* against you or any *advisory affiliate* in connection with an *investment-related* activity? ☐ ☒
- (5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity? ☐ ☒

E. Has any *self-regulatory organization* or commodities exchange ever:

- (1) *found* you or any *advisory affiliate* to have made a false statement or omission? ☐ ☒
- (2) *found* you or any *advisory affiliate* to have been *involved* in a violation of its rules (other than a violation designated as a "*minor rule violation*" under a plan approved by the SEC)? ☐ ☒
- (3) *found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted? ☐ ☒
- (4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities? ☐ ☒

F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended? ☐ ☒

G. Are you or any *advisory affiliate* now the subject of any regulatory *proceeding* that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.? ☐ ☒

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

H. (1) Has any domestic or foreign court:

YES NO

(a) in the past ten years, *enjoined* you or any *advisory affiliate* in connection with any *investment-related* activity? ☐ ☒

(b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations? ☐ ☒

(c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or foreign financial regulatory authority? ☐ ☒

(2) Are you or any *advisory affiliate* now the subject of any civil *proceeding* that could result in a "yes" answer to any part of Item 11.H(1)? ☐ ☒

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC

IARD/CRD Number:
105820

Rev. 02/2005

Item 12 Small Business

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F(2) (c) that you have assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to control the other *person*.

YES NO

A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?

☐ ☐

If "yes," you do not need to answer Items 12.B. and 12.C.

B. Do you:

- (1) *control* another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year? ☐ ☐
- (2) *control* another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year? ☐ ☐

C. Are you:

- (1) *controlled* by or under common *control* with another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year? ☐ ☐
- (2) *controlled* by or under common *control* with another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year? ☐ ☐

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC

IARD/CRD Number:
105820

Rev. 02/2005

Part 2 Brochures

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC	IARD/CRD Number: 105820
Rev. 02/2005	

Form ADV, Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief (a) Compliance Officer(Chief Compliance Officer is required and cannot be more than one individual), director, and any other individuals with similar status or functions;

if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

- (b) Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
- (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
- (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive
- (e) upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.

3. Do you have any indirect owners to be reported on Schedule B? ☒ Yes ☐ No

4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.

Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

Ownership codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
 6. A - 5% but less than 10% C - 25% but less than 50% E - 75% or more

In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to

7. (a) Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.

(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/ FE/I	Title or Status	Date Title or Status Acquired MM/ YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No., or Employer ID No.
SCHRODER US HOLDINGS INC.	DE	SHAREHOLDER	06/1999	E	Y	N	13-2621402
GOODCHILD, ROGER, DUNCAN	I	DIRECTOR, CHIEF FINANCIAL OFFICER	08/2001	NA	Y	N	4347284
HEMENETZ, MARK, ANTHONY	I	DIRECTOR, CHIEF OPERATING OFFICER	03/2003	NA	Y	N	4355510

MUHLBAUM, CARIN, FANNY	I	GENERAL COUNSEL, CHIEF ADMINISTRATIVE OFFICER	04/2006	NA	Y	N	3198495
MAISONNEUVE, VIRGINIE	I	DIRECTOR, HEAD OF EAFE	12/2004	NA	Y	N	4346921
DETORE, STEPHEN, M	I	DIRECTOR, CHIEF COMPLIANCE OFFICER	06/2005	NA	Y	N	4402442
DORRIEN-SMITH, JAMIE	I	DIRECTOR, CHIEF EXECUTIVE OFFICER, CHAIRMAN	03/2007	NA	Y	N	5228966
BROWN, ALAN	I	DIRECTOR, HEAD OF INVESTMENT	07/2005	NA	Y	N	4361714

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC	IARD/CRD Number: 105820
Rev. 02/2005	

Form ADV, Schedule B

Indirect Owners

Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your

1. indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
 - (a) For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to
 - (d) receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.

Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a

3. company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.

4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are: C - 25% but less than 50% E - 75% or more
D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)

- In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
- (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S. S. No. and Date of Birth, IRS Tax No. or Employer ID No.
SCHRODER INTERNATIONAL HOLDINGS LIMITED	FE	SCHRODER US HOLDINGS INC.	SHAREHOLDER	12/1980	E	Y	N	FOREIGN ENTITY
SCHRODER ADMINISTRATION LIMITED	FE	SCHRODER INTERNATIONAL HOLDINGS LTD.	SHAREHOLDER	06/2004	E	Y	N	FOREIGN ENTITY
SCHRODER HOLDINGS PLC	FE	SCHRODER ADMINISTRATION LIMITED	SHAREHOLDER	06/2004	E	Y	N	FOREIGN ENTITY
SCHRODERS PLC	FE	SCHRODER HOLDINGS PLC	SHAREHOLDER	06/2004	E	Y	N	FOREIGN ENTITY
FLAVIDA LIMITED (FORMERLY BEINN DUBH LIMITED)	FE	SCHRODERS PLC	SHAREHOLDER	12/1980	C	Y	N	FOREIGN ENTITY

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**Primary Business Name:** SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC**IARD/CRD Number:**
105820

Rev. 02/2005

Form ADV, Schedule D

Section 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D for each business name.

No Information Filed

Section 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of employees).

Number and Street 1:
601 WALNUT STREET

Number and Street 2:
SUITE L60

City:
PHILADELPHIA

State:
PA

Country: ZIP+4/Postal Code:
USA 19106

If this address is a private residence, check this box: ☐

Telephone Number at this location:
215 861-0997

Facsimile number at this location:
215 861-0989

Number and Street 1:
SUITE 4720, CANADA TRUST TOWER

Number and Street 2:
BCE PLACE

City:
TORONTO

State:

Country: ZIP+4/Postal Code:
CANADA M5J 2S1

If this address is a private residence, check this box: ☐

Telephone Number at this location:
46-360-1200

Facsimile number at this location:
416-360-1202

Section 1.I. World Wide Web Site Addresses

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

World Wide Web Site Address: WWW.SCHRODERS.COM

Section 1.K. Locations of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

Name of entity where books and records are kept:

SCHRODER INVESTMENT MANAGEMENT LTD.

Number and Street 1:

31 GRESHAM STREET

Number and Street 2:

City:

LONDON

State:

Country:

UK

ZIP+4/Postal Code:

EC2V 7QA

If this address is a private residence, check this box: ☐

Telephone Number:

011 44 297 658-6000

Facsimile number:

This is (check one):

☒ one of your branch offices or affiliates.

☐ a third-party unaffiliated recordkeeper.

☐ other.

Briefly describe the books and records kept at this location.

RECORDS REQUIRED UNDER RULES 204-2(A)(1)-(8), (11) AND (16).

Name of entity where books and records are kept:

SCHRODER INVESTMENT MANAGEMENT INC.

Number and Street 1:

601 WALNUT STREET

Number and Street 2:

SUITE L60

City:

PHILADELPHIA

State:

PA

Country:

USA

ZIP+4/Postal Code:

19106

If this address is a private residence, check this box: ☐

Telephone Number:

215 861-0997

Facsimile number:

215 861-0989

This is (check one):

☒ one of your branch offices or affiliates.

☐ a third-party unaffiliated recordkeeper.

☐ other.

Briefly describe the books and records kept at this location.

RECORDS REQUIRED UNDER RULES 204-2(A)(3), (7) AND (11).

Section 1.L. Registration with *Foreign Financial Regulatory Authorities*

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

English Name of *Foreign Financial Regulatory Authority*

ONTARIO SECURITIES COMMISSION

Name of Country

CANADA

Section 2.A(7) Affiliated Adviser

No Information Filed

Section 2.A(8) Newly Formed Adviser

If you are relying on rule 203A-2(d), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- ☐ I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- ☐ I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

Section 2.A(9) Multi-State Adviser

If you are relying on rule 203A-2(e), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- ☐ I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an investment adviser with the securities authorities in those states.
- ☐ I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an investment adviser with the securities authorities of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- ☐ Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 25 states to register as an investment adviser with the securities authorities in those states.

Section 2.A(11) SEC Exemptive Order

No Information Filed

Section 4 Successions

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

No Information Filed

Section 5.I(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Page 3 for each *wrap fee program* for which you are a portfolio manager.

No Information Filed

Section 6.B. Description of Primary Business

No Information Filed

Section 7.A. Affiliated Investment Advisers and Broker-Dealers

You **MUST** complete the following information for each investment adviser with whom you are affiliated. You **MAY** complete the following information for each broker-dealer with whom you are affiliated. You must complete a separate Schedule D Page 3 for each listed affiliate.

Legal Name of Affiliate:

SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA LTD.

Primary Business Name of Affiliate:

SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA LTD.

Affiliate is (check only one box):

☒ Investment Adviser

☐ Broker - Dealer

☐ Dual (Investment Adviser and Broker-Dealer)

Affiliated Investment Adviser's SEC File Number (if any)

801- 37163

Affiliate's CRD Number (if any):

106585